

GRABER WILLIAM R  
Form 4  
October 09, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRABER WILLIAM R**

2. Issuer Name and Ticker or Trading Symbol  
**MOSAIC CO [MOS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/04/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**PLYMOUTH, MN 55441**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	10/08/2012		M	1,028 (5)	\$ 0 1,028	D	
Common Stock	10/08/2012		G	1,028	\$ 0 0	D	
Common Stock	10/08/2012		G	1,028	\$ 0 19,977 (7)	I	Graber Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/08/2012		M		<sup>(3)</sup>	<sup>(2)</sup>	Common Stock	1,712
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<sup>(4)</sup>	<sup>(2)</sup>	Common Stock	1,381
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<sup>(6)</sup>	<sup>(2)</sup>	Common Stock	2,908
Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/04/2012		A	2,813	<sup>(8)</sup>	<sup>(2)</sup>	Common Stock	2,813

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRABER WILLIAM R C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441		X		

## Signatures

/s/Richard L. Mack, Attorney-in-Fact for William R. Graber 10/09/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) One for one
- (2) Not applicable
- (3) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (4) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.

The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was

- (5) made, elected to receive 40% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.
- (6) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (7) 18,949 of these shares were previously reported as directly owned by the reporting person. These shares have been held by the reporting person and his spouse, as trustees of the Graber Trust, since the date of issuance.
- (8) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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